MILWAUKEE RADIO AMATEURS' CLUB
BY-LAWS

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Submitted by: By Laws Committee

Ken Eggert W9MOT
Roger Zaun W9UVV

Fred Linn W9NZF
Secretary

PREAMBLE

The Milwaukee Radio Amateurs' Club, Inc.,was incorporated under the laws of the State of Wisconsin in March 1923,and herein, further reference to the Corporation will be MRAC.

MILWAUKEE RADIO AMATEURS'CLUB

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ARTICLE I-NAME OF THE CORPORATION

The name of the Corporation will be the MILWAUKEE RADIO AMATEURS' CLUB, as included in the Articles of Incorporation, and being in use since 1917, to conduct business in Milwaukee, Wi., since that date.

ARTICLE II-PURPOSE

~~In addition to~~ The purpose of the Corporation as set forth in the Articles of Incorporation, ~~its purposes~~ are to foster the ownership, operation, and maintenance of amateur radio equipment, special radio-telegrahic and telephonic equipment and/or stations, and other such apparatus as to promote the art, science, and technology relating to amateur communications between members. It shall also conduct field tests using such equipment under emergency conditions. It shall conduct courses of instruction for each of the grades of amateur operators' licenses, and shall maintain affiliation with the American Radio Relay League (ARRL), Inc., of Newington, Ct.

It shall also provide its membership with means to promote the friendly interchange of information concerning the improvement of communication,using present and/or advanced technologies, and to insure effective compliance with all Rules & Regulations of the Federal Communications Commission, and of the State of Wisconsin.

ARTICLE III - MEMBERSHIP

The Corporation shall have 3 classes of membership, consisting of the following:

1. REGULAR MEMBERS shall hold a valid Amateur Radio License, and have a bona-fide interest in Amateur Rado activities.

2. ASSOCIATE MEMBERS shall have a bona fide interest in amateur radio activities

3. LIFE MEMBERS shall be elected from the membership rolls, by the Board of Directors, after such member has attained the age of 60 or more years, and has been a member in good standing continously for at least 20 years, immediately prior to reaching the required age.

Each member of the Corporation, with the exception of Associate members, if in good standing, and present at a meeting, shall be eligible to participate in the business meetings of the Corporation. He\she will be eligible to serve in any of its elective or appointive positions, and shall have a vote at the annual meeting of the Corporation.

Family membership

ARTICLE IV-BOARD OF DIRECTORS

Section 1: General powers-The property, affairs, and business of the Corporation shall be managed by the Board of Directors.

Section 2: Number and terms of office: The Board of Directors shall consist of twelve (~~12~~) persons. They shall be the 5 officers of the Corporation, and 6 elected Directors, one of whom shall be appointed by the Board as Board Chairman, to serve at the pleasure of the Board. All Directors and Officers shall be elected by the voting membership, and shall hold office until their successors shall be be elected. The term of office shall be two (2) years, and at the expiration of any term, any Director may be re-elected. The chairman shall have no voting rights except in the case of a tie vote, ofthe Board of Directors and shall act in an advisory capacity to the Board.

Section 3: Organization-at all meetings of the Board of Directors. the President shall preside, and in the absence of the President the 1st Vice-President shall serve: in the event of both absences the 2d Vice-President shall preside.

Section 4: Resignation and/or removal of a Director: Any Director of the corporation may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect as of the date of receipt of the notice, or at a later time as specified in the notice. The resignation need not be"accepted" in order to have it become effective.

Any one or more of the Directors may be removed for due cause at any time, by vote of the Board of Directors, at a special meeting called for that purpose.

ARTICLE IV (cont'd)

Section 5: Place of Meeting-The meetings of the Board of Directors shall be held at such time and place as shall be designated in a written or verbal notice to the Directors.

Section 6: Special meetings-Special meetings of the Board of Directors shall be held upon written demand of two (2) Directors, addressed to the President, a Vice President, or to the Secretary. The notice shall state the purpose or object of the meeting. Notice of such meeting shall be mailed to each Director, addressed to his/her residence or usual place of business at least two (2) weeks before the date on which the proposed meeting is to be held. Every such notice shall state the time, date, place, and purpose of the meeting. No business other than that stated in the notice shall be transacted at the meeting without Board consent.

Section 7: Quorum and manner of acting- A majority of the Directors in office at the time of any regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. The act of a majority of the Board of Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting until such time as a quorum can be present.

The Directors present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, regardless of the subsequent withdrawal of enough members to leave less than a quorum-notice of any adjourned meeting need not be given.

ARTICLE IV (cont'd)

Section 7 (cont'd) In accordance with Sect. 181.72. State Stats. any action which might be taken at a meeting of the Board of Directors may be taken without a meeting, if done in writing, signed by all of the Directors.

Section 8: Absence; Should any Director absent him/her self from 3 consecutive meetings of the Board of Directors, without sending a communication to the President or Scretary, stating his\her reasons for so doing, and if such excuse should not be accepted by members of the Board,such seat on the Board may be declared vacant, and the President may proceed to fill such vacancy. The person so chosen shall hold office until the next annual meeting of the membership, or until his/her successor shall have been chosen at a special meeting of the members of the Board.

ARTICLE V-OFFICERS

Section 1. Number: The officers of the Corporation shall be President, First Vice President, 2d Vice President, a Secretary, and Treasurer.

Section 2. Election,Installation,and Terms of Office- The officers of the Corporation shall be elected bi-annually by the membership. Newly elected officers shall be formally installed at the regular June meeting of the membership. Each officer shall continue in office until his/her successor is duly elected and qualified,and shall have entered upon the discharge of his/her duties, or until he/she shall have been removed in the manner provided in Art. IV Sect.4.

Section 3. Removal-Any officer may be removed-See Art. IV, Sect.4

Section 4. Resignation of Officer. See Art. IV, Sect. 4

Section 5. Vacancies-A vacancy in any Officer position, for any cause shall be filled for the unexpired portion of the term in the manner prescribed in At. IV, Sect 8.

Section 6. No compensation or payment shall ever be made to any officer of this Corporation, except as a reasonable allowance for expenditures made, with prior Board approval.

Section 7. President-the President shall preside at all regular meetings of the membership.He/she shall perform such duties as assigned to him/her by the Board of Directors.He/she shall have the power to appoint committees to carry on the activities of the Corporation.

He/she may sign and execute all authorized bonds,contracts, and /or other obligations in the Corporate name.

ARTICLE V- OFFICERS (cont'd)

Section 8. First Vice President-He/she shall discharge the duties of the President in his/her absence or disability for any cause.He shall have charge of all technical and speaker programs,and other programs of the year,as prescribed by the Board of Directors in addition to those which have been assigned by the President.

Section 9. Second Vice-President-He/she shall be responsible for promoting membership and attendance at meetings of the Corporation in addition to duties assigned by the Board of Directors. He/she shall take the place of the First Vice President in the event of his/her absence.

Section 10. Secretary-The Secretary shall keep minutes of all meetings of the Corporation,and of the Board of Directors. He shall, if requested,read the minutes of the previous meeting,for information of,and approval by,the membership.He shall perform all duties incident to the office and discharge such other duties as may be assigned to him/her by the Board of Directors.

Section 11. Treasurer-The Treasurer shall have charge of all receipts and monies of the Corporation. He shall deposit them in the name of the Corporation in a bank approved by the Board of Directors, and shall disburse funds, as authorized by the Board. He/she shall keep regular accounts of receipts and disbursements, submit a record when requested, and give an itemized statement at regular meetings of the Corporation. He shall perform all duties incident to the office, and customarily performed by the Treasurer as well as discharging such other duties as may be assigned by the Board of Directors.

ARTICLE VI-MEETINGS

Section 1. Annual Meetings: There shall be an annual meeting held at the regular May membership meeting of each year, for the election of Corporate Officers,and the Board of Directors, and for receiving annual reports from the Officers, Directors, and committees along with other business as may be required.

Notice of the Annual Meeting, signed by the Secretary, shall be mailed to the last recorded address of each member, at least ten (10) days prior to the time appointed for the meeting.Such notice shall state the time,date,location, and the purpose of the meeting.

Section 2: Regular meetings: The regular meetings shall be held at times and places as prescribed by the Board of Directors,

Section 3: A special meeting of the members may be held whenever called by the Secretary upon the direction of the President, or upon written direction of 25% of the members in good standing. The Secretary shall give five (5) days written notice of such meeting by ordinary mail to such members.

Section 4: Places of meetings: Regular meetings of the members shall be held at places designated by the Board of Directors.

Section 5: Quorum: The presence in person of 25% of the members of the corporation entitled to vote,shall be necessary to constitute a quorum for the transaction of business-providing: That a "quorum membership" shall exclude Non-resident and associate members.

Section 6: Conduct of meetings: All meetings shall be conducted with reasonably strict adherence to Roberts Rules of Order.

ARTICLE VII Contracts, Checks, Drafts,& Bank Acc'ts

Section 1. Contracts,etc.-How executed. The Board of Directors may authorize any Officer and/or Director of the Corporation to enter into any contract or execute and deliver any instrument in the name of,and on behalf of the Corporation.Unless so authorized, no Director or Officer shall have any power to bind the Corporation by any contract, or to render it liable for any pecuniary amount.

Section 2. Loans-No loan shall be contracted on behalf of the Corporation,and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the Corporation may effect loans and/or advances at any time for the Corporation. Such authority shall be confined to specific instances.

Section 3. Checks & Drafts, etc.-all checks, drafts, or other orders for payment of notes or indebtedness, shall be signed by such persons as the Board of Directors shall designate, usually by the Treasurer, or in his/her absence, by the President.

Section 4. Deposits-All funds of the Corporation shall be deposited to the credit of the Corporation, in such banks, trust Co.'s or other depositories as the Board of Directors shall designate.

Section 5. Fiscal year-The Corporation shall operate on a calendar year basis in the conduct of its financial affairs.

ARTICLE VIII-CUSTODIAN

There shall be a permanent Custodian apppointed by the Board of Directors. He shall be charged with guarding and caring-for the club property committed to his custody. He shall prepare and maintain an inventory of such property. A representative of the Board of Directors shall examine and verify the written inventory, annually, by comparing it to the physical item in storage.

He shall dispose of the property only at the direction of the Board of Directors, who may, from time-to-time, authorize its loan or issue for a specific purpose.

ARTICLE IX-Corporate Seal

The Corporation shall have a Corporate Seal to be used on all legal and official documents.

Article X-Ammendments

These By-Laws may be ammended by a majority vote of a quorum of the members entitled to vote, present at an annual or special meeting of the Corporation, called for that purpose.